



**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

ENTERED
09/22/2020

In re:)	Chapter 11
DENBURY RESOURCES INC., <i>et al.</i> , ¹)	Case No. 20-33801 (DRJ)
)	
Debtors.)	(Jointly Administered)
)	
)	Re: Docket No. <u>313</u>

**FINAL DECREE CLOSING
CERTAIN OF THE CHAPTER 11 CASES**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of a final decree (this “Final Decree”) closing certain of the chapter 11 cases, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties-in-interest; and this Court having found that the Debtors’

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Denbury Resources Inc. (7835); Denbury Air, LLC (7621); Denbury Brookhaven Pipeline Partnership, LP (6322); Denbury Brookhaven Pipeline, LLC (6471); Denbury Gathering & Marketing, Inc. (6150); Denbury Green Pipeline-Montana, LLC (6443); Denbury Green Pipeline-North Dakota, LLC (7725); Denbury Green Pipeline-Riley Ridge, LLC (2859); Denbury Green Pipeline-Texas, LLC (2301); Denbury Gulf Coast Pipelines, LLC (0892); Denbury Holdings, Inc. (1216); Denbury Onshore, LLC (7798); Denbury Operating Company (7620); Denbury Pipeline Holdings, LLC (0190); Denbury Thompson Pipeline, LLC (0976); Encore Partners GP Holdings, LLC (N/A); Greencore Pipeline Company, LLC (9605); Plain Energy Holdings, LLC (0543). The location of Debtor Denbury Resources Inc.’s principal place of business and the Debtors’ service address in these chapter 11 cases is 5320 Legacy Drive, Plano, Texas 75024.

² Capitalized terms used but not otherwise defined herein have the meanings given to them in the Motion.

notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The following Affiliate Cases are hereby closed, effective as of the Closing Date; *provided* that this Court shall retain jurisdiction as provided in the Plan and the order confirming the Plan (the “Confirmation Order”):

Debtor	Case No.
Denbury Air, LLC	20-33802
Denbury Brookhaven Pipeline Partnership, LP	20-33803
Denbury Brookhaven Pipeline, LLC	20-33805
Denbury Gathering & Marketing, Inc.	20-33806
Denbury Green Pipeline-Montana, LLC	20-33807
Denbury Green Pipeline-North Dakota, LLC	20-33808
Denbury Green Pipeline-Riley Ridge, LLC	20-22809
Denbury Green Pipeline-Texas, LLC	20-33810
Denbury Gulf Coast Pipelines, LLC	20-33811
Denbury Holdings Inc.	20-33812
Denbury Onshore, LLC	20-33800
Denbury Operating Company	20-33813
Denbury Pipeline Holdings, LLC	20-33814
Denbury Thompson Pipeline, LLC	20-33815
Encore Partners GP Holdings LLC	20-33816
Greencore Pipeline Company LLC	20-33817
Plain Energy Holdings, LLC	20-33818

2. The Lead Case of Denbury Resources Inc., Case No. 20-33801 shall remain open pending the entry of a final decree by this Court closing the Lead Case.

3. The Remaining Matters, whether or not they pertain to the Lead Case or Affiliate Cases shall be filed, administered, and adjudicated in the Lead Case without the need to reopen the Affiliate Cases.

4. Any objections to claims against or interests in the Affiliate Debtors may be filed, administered, and adjudicated in the Lead Case.

5. The Reorganized Debtors shall pay the appropriate sum of quarterly fees due and payable under 28 U.S.C. § 1930(a)(6)(A) and (B) with respect to the Affiliate Debtors by remitting payment to the United States Trustee Payment Center, P.O. Box 6200-19, Portland, Oregon, 97228-6200 no later than the later of (x) fourteen days after the date of entry of the Final Decree and (y) the date on which such quarterly fees are otherwise due, and shall furnish evidence of such payment to the acting U.S. Trustee, 515 Rusk, Suite 3516, Houston, Texas. The payment shall reflect the Reorganized Debtors' account numbers and shall be transmitted with a "Chapter 11 Quarterly Disbursement and Fee Report" available from the acting U.S. Trustee. This Court shall retain jurisdiction to enforce of fees assessed under 28 U.S.C. § 1930(a)(6)(A) and (B).

6. Entry of this Final Decree is without prejudice to (a) the rights of the Debtors or any party-in-interest to seek to reopen any of these Affiliate Cases for cause pursuant to section 350(b) of the Bankruptcy Code, and (b) the rights of the Debtors to dispute, in an appropriate non-bankruptcy forum, all claims against the Debtors in these chapter 11 cases as contemplated by the Plan. Nothing in this Final Decree shall change the amount or nature of any distribution, or any other substantive rights, that any claim against or interest in any Debtor would

have been entitled to under the Plan, the Confirmation Order, the Bankruptcy Code, the Bankruptcy Rules, or otherwise had this Final Decree not been entered.

7. Quarterly disbursements for the Lead Case will be reported pending the entry of a final decree by this Court closing the Lead Case.

8. All further reporting concerning the administration of the assets and liabilities of the Affiliate Debtors shall occur only in the Lead Case. A docket entry shall be made in each of the Affiliate Cases substantially similar to the following:

An order has been entered in this case directing that all further reporting concerning the administration of the assets and liabilities in this case will occur only in the case of Denbury Resources Inc., Case No. 20- 33801. The docket in Case No. 20-33801 should be consulted for all matters affecting this case.

9. Notwithstanding anything to the contrary in this Final Decree, all of the terms and conditions of this Final Decree shall be immediately effective and enforceable upon the Closing Date.

10. The Debtors and their agents are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Decree in accordance with the Motion.

11. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Decree.

Signed: September 21, 2020.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE